

RECORDATION NO. 20636-7 FILED OK, L
OCT 31 '97 12-00PM m

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OF COUNSEL
URBAN A. LESTER

Per di.
October 31, 1997

Counterpart -
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of the following secondary documents: Supplement No. 3 to Security Agreement-Chattel Mortgage, dated as of October 31, 1997, and two separate Bills of Sale and Assignment and Assumption Agreements, all dated as of October 31, 1997.

The enclosed documents relate to the Security Agreement previously filed with the Board under Recordation Number 20636.

The names and addresses of the parties to the enclosed documents are:

Supplement No. 3
to
Security Agreement-Chattel Mortgage

Debtor: Shippers First LLC
980 Kelly Johnson Drive
Las Vegas, NV 89119

Secured Party: The Industrial Bank of Japan Trust Company
1251 Avenue of the Americas
New York, NY 10020

RECEIVED
SURFACE TRANSPORTATION
BOARD
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With respect to the 14 railcars being ADDED to the Security Agreement, the parties are:

Bill of Sale
and
Assignment and Assumption Agreement

Transferor/
Assignor: ACF Industries, Incorporated
620 North Second Street
St. Charles, MO 63301

Transferee/
Assignee: Shippers First LLC
980 Kelly Johnson Drive
Las Vegas, NV 89119

With respect to the 59 railcars being RELEASED from the Security Agreement, the parties are:

Transferor/
Assignor: Shippers First LLC
980 Kelly Johnson Drive
Las Vegas, NV 89119

Transferee/
Assignee: ACF Industries, Incorporated
620 North Second Street
St. Charles, MO 63301

A description of the railroad equipment covered by the enclosed documents is:

fifty-nine (59) ACFX railcars identified on Schedule A-1 attached to the Supplement and fourteen (14) SHPX railcars identified on Schedule A-2 to the Supplement.

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Also enclosed is a check in the amount of \$120.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 20636-1 FILED

OCT 31 '97

12-00PM

BILL OF SALE

KNOW ALL PERSONS BY THESE PRESENTS:

That ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Transferor"), for good and valuable consideration, the receipt of which is hereby acknowledged, effective as of the date hereof, does hereby sell, grant, bargain, convey, assign, transfer, deliver and set over to SHIPPERS FIRST LLC, a Delaware limited liability company (the "Transferee"), all of the Transferor's right, title and interest in and to the special purpose covered hopper and tank railcars described on Schedule 1 hereto (the "Equipment").

TO HAVE AND TO HOLD all and singular the Equipment above described to the Transferee, its successors and assigns, for its and their use only, forever.

The Transferor hereby warrants to the Transferee and its successors and assigns that, on the date hereof, the Transferor has, and at the time of delivery of the Equipment, the Transferor will have, legal title to the Equipment and good and lawful right to sell the Equipment and at the time of delivery, the Equipment will be free and clear of all Liens (as defined in the Asset Transfer Agreement dated as of the date hereof between the Transferee and the Transferor). The Transferor hereby covenants to defend title to the Equipment against demands of all persons whomever based on claims originating prior to the delivery of the Equipment.

THE BILL OF SALE IS DELIVERED BY THE TRANSFEROR TO THE TRANSFEE IN ST. CHARLES, MISSOURI, AND IS GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

IN WITNESS WHEREOF, ACF INDUSTRIES, INCORPORATED has caused this instrument to be executed by its duly authorized representative as of the 31 day of October, 1997.

ACF INDUSTRIES, INCORPORATED

By: Umesh Choksi

Name: Umesh Choksi

Title: Treasurer

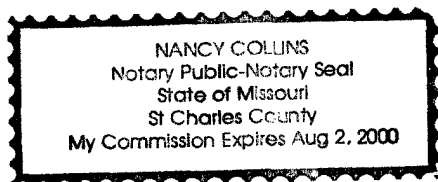
SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex A hereto.

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 29th day of October, 1997, before me personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at Chesterfield, Missouri, and is Treasurer of ACF Industries, Incorporated, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Nancy Collins
Notary Public

Rptg Mark	Car Number	AAR Desg
SHPX	220539	T389
SHPX	220547	T389
SHPX	220548	T389
SHPX	220549	T389
SHPX	220550	T389
SHPX	220551	T389
SHPX	201035	T104
SHPX	201036	T104
SHPX	201037	T104
SHPX	201039	T104
SHPX	201040	T104
SHPX	201041	T104
SHPX	201042	T104
SHPX	201043	T104

14 Cars